

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

August 22, 2000

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 21416-A FILED

AUG 25 '00

2-47 PM

TS

SURFACE TRANSPORTATION BOARD

RECEIVED
AUG 23 2000

MAIL
MANAGEMENT
STB

A

Dear Mr. Williams:

Enclosed are two originals of a Memorandum of Amendment to Lease evidencing **Amendment No. 5** dated as of January 1, 2000 to the Full Maintenance Lease Agreement dated as of February 22, 1997 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Canadian Pacific Railway Company 401 9th Avenue, SW., Gulf Canada Square Calgary, Alberta, CANADA T2P 4Z4

A short summary of the document to appear in the index follows:

Memorandum of Amendment to Lease dated January 1, 2000 evidencing **Amendment No. 5** to the Full Maintenance Lease Agreement dated February 22, 1997 between Helm Financial Corporation as Lessor and Canadian Pacific Railway Company as Lessee, covering one hundred seventeen (117) railcars within the series HLMX 147205 - 147321.

Please file this Memorandum as a supplementary document to Recordation No. **21416** filed on May 18, 1998 at 11:00 a.m. and return one (1) stamped original to my attention. A check covering the twenty-six dollar (\$26.00) filing fee is enclosed.

Yours truly,

Alison Drain
Alison Drain
Document Administrator

/ad

Enclosures (2)

Stb/amend/cpl019.5 ad/08/22/00

AUG 25 '00

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MEMORANDUM OF
AMENDMENT TO LEASE

SURFACE TRANSPORTATION BOARD


THIS MEMORANDUM OF AMENDMENT OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of January 1, 2000 and is intended to evidence that certain Amendment No. 5 dated as of January 1, 2000 ("Amendment No. 5") to the Full Maintenance Lease Agreement dated as of February 22, 1997 ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CANADIAN PACIFIC RAILWAY COMPANY, a Canadian corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. The Lease was filed on May 18, 1998 under Recordation No. 21416. Lessor has the right to lease the railcars, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease, as amended.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.


LESSOR

HELM FINANCIAL CORPORATION

By: 
Name: Richard C. Kirchner
Title: President

LESSEE

CANADIAN PACIFIC RAILWAY COMPANY

By: 
Name: Rick Saltee
Title: Vice-President

SCHEDULE A

To the Memorandum of Amendment to Lease

Equipment Description:

One hundred seventeen (117), 100-ton, roller bearing, 4200 cubic foot, carbon steel, gondola railcars, 53'1" extreme length, equipped with rotary couplers and suitable for the transport of coal.

New Reporting			Prior Reporting			New Reporting			Prior Reporting			New Reporting			Prior Reporting		
Mark and Number			Mark and Number			Mark and Number			Mark and Number			Mark and Number			Mark and Number		
1	HLMX	147205	CCTX	1003		41	HLMX	147245	CCTX	1139		81	HLMX	147285	CCTX	1254	
2	HLMX	147206	CCTX	1007		42	HLMX	147246	CCTX	1146		82	HLMX	147286	CCTX	1256	
3	HLMX	147207	CCTX	1008		43	HLMX	147247	CCTX	1147		83	HLMX	147287	CCTX	1261	
4	HLMX	147208	CCTX	1016		44	HLMX	147248	CCTX	1150		84	HLMX	147288	CCTX	1263	
5	HLMX	147209	CCTX	1024		45	HLMX	147249	CCTX	1153		85	HLMX	147289	CCTX	1264	
6	HLMX	147210	CCTX	1026		46	HLMX	147250	CCTX	1154		86	HLMX	147290	CCTX	1268	
7	HLMX	147211	CCTX	1028		47	HLMX	147251	CCTX	1157		87	HLMX	147291	CCTX	1270	
8	HLMX	147212	CCTX	1030		48	HLMX	147252	CCTX	1162		88	HLMX	147292	CCTX	1273	
9	HLMX	147213	CCTX	1033		49	HLMX	147253	CCTX	1163		89	HLMX	147293	CCTX	1277	
10	HLMX	147214	CCTX	1034		50	HLMX	147254	CCTX	1165		90	HLMX	147294	CCTX	1281	
11	HLMX	147215	CCTX	1042		51	HLMX	147255	CCTX	1169		91	HLMX	147295	CCTX	1282	
12	HLMX	147216	CCTX	1043		52	HLMX	147256	CCTX	1171		92	HLMX	147296	CCTX	1283	
13	HLMX	147217	CCTX	1048		53	HLMX	147257	CCTX	1175		93	HLMX	147297	CCTX	1284	
14	HLMX	147218	CCTX	1050		54	HLMX	147258	CCTX	1178		94	HLMX	147298	CCTX	1289	
15	HLMX	147219	CCTX	1051		55	HLMX	147259	CCTX	1181		95	HLMX	147299	CCTX	1297	
16	HLMX	147220	CCTX	1052		56	HLMX	147260	CCTX	1186		96	HLMX	147300	CCTX	1300	
17	HLMX	147221	CCTX	1053		57	HLMX	147261	CCTX	1193		97	HLMX	147301	CCTX	1301	
18	HLMX	147222	CCTX	1057		58	HLMX	147262	CCTX	1194		98	HLMX	147302	CCTX	1302	
19	HLMX	147223	CCTX	1067		59	HLMX	147263	CCTX	1196		99	HLMX	147303	CCTX	1303	
20	HLMX	147224	CCTX	1074		60	HLMX	147264	CCTX	1197		100	HLMX	147304	CCTX	1304	
21	HLMX	147225	CCTX	1076		61	HLMX	147265	CCTX	1198		101	HLMX	147305	CCTX	1305	
22	HLMX	147226	CCTX	1080		62	HLMX	147266	CCTX	1201		102	HLMX	147306	CCTX	1309	
23	HLMX	147227	CCTX	1082		63	HLMX	147267	CCTX	1202		103	HLMX	147307	CCTX	1310	
24	HLMX	147228	CCTX	1083		64	HLMX	147268	CCTX	1203		104	HLMX	147308	CCTX	1311	
25	HLMX	147229	CCTX	1085		65	HLMX	147269	CCTX	1204		105	HLMX	147309	CCTX	1314	
26	HLMX	147230	CCTX	1086		66	HLMX	147270	CCTX	1206		106	HLMX	147310	CCTX	1318	
27	HLMX	147231	CCTX	1091		67	HLMX	147271	CCTX	1207		107	HLMX	147311	CCTX	1322	
28	HLMX	147232	CCTX	1092		68	HLMX	147272	CCTX	1209		108	HLMX	147312	CCTX	1325	
29	HLMX	147233	CCTX	1094		69	HLMX	147273	CCTX	1217		109	HLMX	147313	CCTX	1326	
30	HLMX	147234	CCTX	1095		70	HLMX	147274	CCTX	1218		110	HLMX	147314	CCTX	1328	
31	HLMX	147235	CCTX	1099		71	HLMX	147275	CCTX	1227		111	HLMX	147315	CCTX	1332	
32	HLMX	147236	CCTX	1106		72	HLMX	147276	CCTX	1229		112	HLMX	147316	CCTX	1335	
33	HLMX	147237	CCTX	1109		73	HLMX	147277	CCTX	1231		113	HLMX	147317	CCTX	1338	
34	HLMX	147238	CCTX	1114		74	HLMX	147278	CCTX	1240		114	HLMX	147318	CCTX	1339	
35	HLMX	147239	CCTX	1116		75	HLMX	147279	CCTX	1243		115	HLMX	147319	CCTX	1340	
36	HLMX	147240	CCTX	1118		76	HLMX	147280	CCTX	1244		116	HLMX	147320	CCTX	1341	
37	HLMX	147241	CCTX	1120		77	HLMX	147281	CCTX	1248		117	HLMX	147321	CCTX	2001	
38	HLMX	147242	CCTX	1124		78	HLMX	147282	CCTX	1249							
39	HLMX	147243	CCTX	1133		79	HLMX	147283	CCTX	1252							
40	HLMX	147244	CCTX	1137		80	HLMX	147284	CCTX	1253							

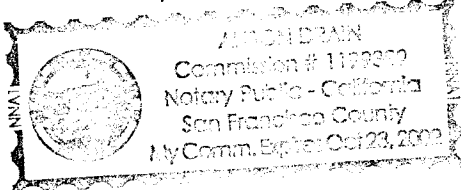
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 28th, 2000, before me, Alison Drain, personally
appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

PROVINCE OF ALBERTA)
) S.S.
DISTRICT OF Calgary)

On July 10, 2000, before me, Janice Erion, personally
appeared Rick Sallee, Vice-President of CANADIAN PACIFIC
RAILWAY COMPANY,

— personally known to me -OR-

✓ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and
acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~
authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

Witness my hand and official seal.

Janice Erion
SIGNATURE OF COMMISSIONER OF OATHS
Janice Erion
Barrister & Solicitor

[Seal]